

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)
) Chapter 11
)
DESTINATION MATERNITY) Case No. 19-12256 (BLS)
CORPORATION, <i>et al.</i> , ¹)
Debtors.) (Jointly Administered)
)

**AMENDED² NOTICE OF AGENDA FOR HEARING SCHEDULED FOR DECEMBER
12, 2019, AT 9:00 A.M. (PREVAILING EASTERN TIME), BEFORE THE HONORABLE
BRENDAN L. SHANNON AT THE UNITED STATES BANKRUPTCY COURT FOR
THE DISTRICT OF DELAWARE, LOCATED AT 824 NORTH MARKET STREET,
6TH FLOOR, COURTROOM NO. 1, WILMINGTON, DELAWARE 19801³**

CONTINUED MATTERS:

1. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Redact Certain Personally Identifiable Information for the Debtors' Employees, and (D) Waive the Requirement to File Equity Lists and Modify Equity Holder Notice Requirements, and (II) Granting Related Relief [D.I. 4, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. United States Trustee's Objection to the Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Redact Certain Personally Identifiable Information for the Debtors' Employees, and (D) Waive the Requirement to File Equity Lists and Modify Equity Holder Notice Requirements

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Destination Maternity Corporation (5573); DM Urban Renewal, LLC (N/A); and Mothers Work Canada, Inc. (4780). The location of the Debtors' principal place of business is 232 Strawbridge Drive, Moorestown, New Jersey 08057.

² Amended items appear in bold.

³ Any party who wishes to attend telephonically is required to make arrangements prior to the hearing through CourtCall by telephone (866-582-6878) or by facsimile (866-533-2946).

Requirements, and (II) Granting Related Relief [D.I. 141, filed on November 4, 2019]

Related Documents:

- B. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- C. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- D. Order (I) Authorizing the Debtors to (A) File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) File a Consolidated List of the Debtors' Thirty Largest Unsecured Creditors, (C) Redact Certain Personally Identifiable Information for the Debtors' Employees, and (D) Waive the Requirement to File Equity Lists and Modify Equity Holder Notice Requirements, and (II) Granting Related Relief [D.I. 76, entered on October 22, 2019]
- E. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]

Status: This matter is continued to the next omnibus hearing on January 21, 2020 at 10:00 a.m. (ET).

- 2. Motion of Wiseknit Factory Limited for Allowance and Payment of Administrative Expense Claim [D.I. 219, filed on November 12, 2019]

Response Deadline: December 5, 2019 at 4:00 p.m. (ET); extended to January 14, 2019 at 4:00 p.m. (ET) for the Debtors

Response Received:

- A. Informal comments from the Debtors

Related Documents: None.

Status: This matter is continued to the next omnibus hearing on January 21, 2020 at 10:00 a.m. (ET).

**RESOLVED/MATTERS UNDER CERTIFICATE OF NO
OBJECTION/CERTIFICATION OF COUNSEL:**

- 3. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File Under Seal the First Supplemental Declaration of Christopher T. Greco in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the

Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief [D.I. 297, filed on November 21, 2019]

Response Deadline: December 5, 2019 at 4:00 p.m. (ET)

Response Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. [SEALED] First Supplemental Declaration of Christopher T. Greco in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors In Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 275, filed on November 20, 2019]
- C. [REDACTED] First Supplemental Declaration of Christopher T. Greco in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors In Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 276, filed on November 20, 2019]
- D. Certification of Counsel [D.I. 453, filed on December 6, 2019]
- E. Order (I) Authorizing the Debtors to File Under Seal the First Supplemental Declaration of Christopher T. Greco in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief [D.I. 460, entered on December 9, 2019]

Status: On December 9, 2019, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

- 4. Motion of the Debtors for Entry of an Order Authorizing Debtors to File Under Seal the Declaration of Stephen Coulombe in Support of Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 328, filed on November 26, 2019]

Response Deadline: December 5, 2019 at 4:00 p.m. (ET); extended for the Office of the United States Trustee

Response Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. [SEALED] Declaration of Stephen Coulombe in Support of Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 326, filed on November 26, 2019]
- C. [REDACTED] Declaration of Stephen Coulombe in Support of Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 327, filed on November 26, 2019]
- D. Notice of Hearing [D.I. 407, filed on December 4, 2019]
- E. Certificate of No Objection [D.I. 454, filed on December 6, 2019]
- F. Order Authorizing Debtors to File Under Seal the Declaration of Stephen Coulombe in Support of Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 459, entered on December 9, 2019]

Status: On December 9, 2019, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

- 5. Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim; (B) Approving the Form, Manner, and Notice Thereof; and (C) Granting Related Relief [D.I. 330, filed on November 27, 2019]

Response Deadline: December 5, 2019 at 4:00 p.m. (ET); extended for the Official Committee of Unsecured Creditors

Responses Received:

- A. Informal objection from the Official Committee of Unsecured Creditors
- B. Informal objection from Acadia Realty Limited Partnership, CenterCal Properties, LLC, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, MetroNational Corporation, PGIM Real Estate, Starwood Retail Partners, LLC, The Forbes Company, The Macerich Company and Wayside Commons Investors LLC

Related Documents:

- C. Certification of Counsel [D.I. 463, filed on December 10, 2019]
- D. **Order Granting Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim; (B) Approving the Form,**

Manner, and Notice Thereof; and (C) Granting Related Relief [D.I. 467, entered on December 10, 2019]

Status: On December 10, 2019, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

MATTERS GOING FORWARD:

6. Debtors' Application for Entry of an Order (I) Authorizing the Debtors to Retain A&G Realty Partners, LLC as a Real Estate Consultant and Advisor Nunc Pro Tunc to November 5, 2019 and (II) Waiving Certain Reporting Requirements Pursuant to Bankruptcy Local Rule 2016-2(h) [D.I. 299, filed on November 21, 2019]

Response Deadline: December 5, 2019 at 4:00 p.m. (ET); extended for the Official Committee of Unsecured Creditors to December 10, 2019 at 4:00 p.m. (ET)

Response Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal comments from the Official Committee of Unsecured Creditors

Related Documents:

- C. **Certification of Counsel [D.I. 480, filed on December 11, 2019]**

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

7. Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Outside the Ordinary Course of Business through the Winning Bid, (III) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 300, filed on November 21, 2019]

Cure Response Deadline: December 3, 2019 at 4:00 p.m. (ET); extended for Goodwill Industries of Southern New Jersey and Philadelphia, Inc. to December 4, 2019 at 4:00 p.m. (ET) and the Chubb Insurance Companies to December 6, 2019 at 4:00 p.m. (ET); and

Landlord Cure/Adequate Assurance Responses Received:

- A. Informal response from MIR Hanson Associates

- B. Informal response from RED Sparks SPE, LLC, BIG Sparks LLC and BIG Sparks Reverse LLC
- C. Informal response from IVT Renaissance II LP
- D. Informal response from Shops at River Park
- E. Preliminary Objection to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 288, filed on November 20, 2019]
- F. The Taubman Landlords' Precautionary Objection to the Notice of Sale, Bidding Procedures, Auction and Sale Hearing, Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Claim Objection [D.I. 314, filed on November 25, 2019]
- G. Objection and Reservation of Rights of Washington Prime Group Inc. to the Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 322, filed on November 26, 2019]
- H. Limited Objection of CBL & Associates Management, Inc. to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 344, filed on December 2, 2019]
- I. Limited Objection and Reservation of Rights of Simon Property Group, Inc. to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 347, filed on December 2, 2019]
- J. Objection and Reservation of Rights of Twin Oaks Properties, Inc. to the Debtors' Notice of potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 351, filed on December 2, 2019]
- K. Limited Objection of South Coast Plaza to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 360, filed on December 2, 2019]
- L. Objection of IREIT Flowood Dogwood, L.L.C. to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 367, filed on December 3, 2019]
- M. Objection of BRE RC Alamo Ranch TX LP to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 368, filed on December 3, 2019]
- N. CenterPoint Owner, LLC'S Limited Objection to (A) Debtors' Proposed Cure Amount; (B) Assumption and Assignment of Lease; and (C) Sale to Stalking Horse Bidder or Other Buyer Absent Assumption and Assignment or Sufficient Adequate Protection [D.I. 369, filed on December 3, 2019]

- O. Objection of Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC, DLC Management Corp., Retail Properties of America, Inc. and Westfield, LLC to the Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 372, filed on December 3, 2019]
- P. Objection of Acadia Realty Limited Partnership, Centercal Properties, LLC, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Metronational Corporation, PGIM Real Estate, Starwood Retail Partners, LLC, The Forbes Company, The Macerich Company and Wayside Commons Investors LLC to the Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 378, filed on December 3, 2019]
- Q. Objection of Brookfield Property REIT, Inc., Hines Global REIT, Inc., Jones Lang Lasalle Americas, Inc., Site Centers Corp., and Turnberry Associates to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 387, filed on December 3, 2019]
- R. Supplemental Objection & Reservation of Rights of Haines –Florence, LLC and Whitesell Construction Co. to Preliminary Objection to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 388, filed on December 3, 2019]
- S. Objection of Plaza Las Americas, Inc. to: Notice of Sale, Bidding Procedures, Auction and Sale Hearing; Notice of Potential Assumption and Assignment of Unexpired Leases and Cure Amount; and Motion for Order Approving APA and Authorizing Sale of Substantially all of the Debtors' Assets [D.I. 396, filed on December 3, 2019]
- T. Objection of IRC Orland Park Place, L.L.C. to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 397, filed on December 3, 2019]

Status: The Winning Bid reflects that any assumption and assignment of nonresidential real estate leases will be subject to further notice of hearing and does not include designation rights. Accordingly, items 7.A through 7.T are not going forward.

Other Contract Cure Responses Received:

- U. Informal response from Tetra Financial Group, L.L.C.
- V. Informal response from Blackhawk Network
- W. Informal response from Logistyx Technologies, LLC
- X. Informal response from Anexinet Corporation

- Y. Limited Objection of Clutch Holdings LLC to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 318, filed on November 26, 2019]
- Z. Declaration of Robert Phillips, President of Able Cleaning Service of NJ, L.L.C., Creditor, in Objection to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 354, filed on December 2, 2019]
- AA. Limited Objection of OKI Data Americas, Inc. to the Debtors' Notice of Potential Assumption and Assignment of executory Contracts or Unexpired Leases and Cure Amount [D.I. 357, filed on December 2, 2019]
- BB. Limited Objection and Reservation of Rights of United Parcel Service to Debtors' Amended Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 370, filed on December 3, 2019]
- CC. Limited Objection of National Maintenance Services, Inc. to the Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 371, filed on December 3, 2019]
- DD. Objection and Reservation of Rights of Stored Value Solutions, a Division of Comdata Inc. to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount, as Amended [D.I. 374, filed on December 3, 2019]
- EE. Limited Objection of Garda CL Atlantic, Inc. to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 375, filed on December 3, 2019]
- FF. Objection of Salesforce.Com, Inc. to the Potential Assumption and Assignment of Certain Executory Contracts and Cure Costs in Connection with the Sale of Substantially All Assets, and Reservation of Rights [D.I. 379, filed on December 3, 2019]
- GG. Limited Objection and Reservation of Rights of Google LLC to Notice of Potential Assumption and Assignment of Executory Contracts and Unexpired Leases and Cure Amount [D.I. 381, filed on December 3, 2019]
- HH. Bed Bath & Beyond Inc. and Buy Buy Baby, Inc.'s Objection and Reservation of Rights with Respect to Potential Assumption and Assignment of Executory Contracts and/or Unexpired Leases [D.I. 391, filed on December 3, 2019]

- II. Limited Objection of Liverpool (Importaicones Globastic S.A. DE C.V.) to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 395, filed on December 3, 2019]
- JJ. Limited Objection and Reservation of Rights of Goodwill Industries of Southern New Jersey and Philadelphia, Inc. to Proposed Cure Amount set Forth in the Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 413, filed on December 4, 2019]
- KK. Limited Objection of Veeam Payment Solutions and Var Technology Finance to the Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [Docket No. 267] [D.I. 444, filed on December 6, 2019]
- LL. Objection of the New Jersey Economic Development Authority to the Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 449, filed on December 6, 2019]

Status: The Winning Bid does not contemplate assumption and assignment of any of the executory contracts subject to items 7.U through 7.MM. Accordingly, items 7.U through 7.MM are not going forward.

Sale Response Deadline: December 6, 2019 at 4:00 p.m. (ET); extended to December 9, 2019 for the Official Committee of Unsecured Creditors

Responses Received:

- MM. Informal response from the Texas Taxing Authorities
- NN. Mead Johnson & Company LLC's Preliminary Objection to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 377, filed on December 3, 2019]
- OO. Landlord Hilldale Shopping Center LLC's Objection to Debtors' (I) Potential Assumption and Assignment of Lease or (II) in the Alternative, Entry into an Agency Agreement for the Conduct of Store Closing Sales in Connection with Sale of Debtors' Assets [D.I. 382, filed on December 3, 2019]
- PP. Landlord Palm Beach Outlets I, LLC's Objection to Debtors' (I) Potential Assumption and Assignment of Lease or (II) in the Alternative, Entry into an Agency Agreement for the Conduct of Store Closing Sales in Connection with Sale of Debtors' Assets [D.I. 383, filed on December 3, 2019]
- QQ. [SEALED] Comcast Cable Communications Management, LLC's (A) Objection to Cure Amount and Assumption and Assignment of an Executory Contract between the Debtors and Comcast Proposed in Debtors' Notice of Potential

Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and (B) Limited Objection to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 385, filed on December 3, 2019]

- RR. [REDACTED] Comcast Cable Communications Management, LLC's (A) Objection to Cure Amount and Assumption and Assignment of an Executory Contract between the Debtors and Comcast Proposed in Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and (B) Limited Objection to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 386, filed on December 3, 2019]
- SS. Reservation of Rights of Washington Prime Group Inc. to the Debtors' Proposed Sale of Assets to the Stalking Horse [D.I. 439, filed on December 6, 2019]
- TT. Limited Objection and Reservation of Rights of OKI Data Americas, Inc. with Respect to the Sale of Substantially all the Debtors' Assets [D.I. 441, filed on December 6, 2019]
- UU. Limited Objection of Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC, DLC Management Corp., Retail Properties of America, Inc. and Westfield, LLC to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Outside the Ordinary Course of Business through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 443, filed on December 6, 2019]
- VV. Objection and Reservation of Rights of Acadia Realty Limited Partnership, Centercal Properties, LLC, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Metronational Corporation, PGIM Real Estate, Starwood Retail Partners, LLC, The Forbes Company, The Macerich Company and Wayside Commons Investors LLC to Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Outside the Ordinary Course of Business through the Winning Bid, (III) Authorizing the Sale

of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 445, filed on December 6, 2019]

- WW. Westchester Fire Insurance Company's Limited Objection to the Debtors' Sale Motion [D.I. 447, filed on December 6, 2019]
- XX. Limited Objection of Haines –Florence, LLC and Whitesell Construction Co. to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Outside the Ordinary Course of Business through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 448, filed on December 6, 2019]
- YY. Objection of the United States Trustee to Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Outside the Ordinary Course of Business through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 450, filed on December 6, 2019]
- ZZ. Reservation of Rights of Brookfield Property REIT, Inc., Hines Global REIT, Inc., Jones Lang LaSalle Americas, Inc., SITE Centers Corp., and Turnberry Associates Regarding Potential Assumption or Assumption and Assignment of Unexpired Leases [D.I. 456, filed on December 6, 2019]

Related Documents:

- AAA. Order (I) Approving the Bidding Procedures, (II) Scheduling the Bid Deadline and the Auction, (III) Approving the Form and Manner of Notice Thereof, and (IV) Granting Related Relief [D.I. 253, November 14, 2019]
- BBB. Notice of Sale, Bidding Procedures, Auction and Sale Hearing [D.I. 254, filed on November 14, 2019]
- CCC. Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 267, filed on November 19, 2019]
- DDD. Notice of Filing Amended Schedule A-1 to the Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount [D.I. 294, filed on November 21, 2019]

EEE. Order (I) Approving the Debtors' Selection of a Stalking Horse Bidder, (II) Approving Bid Protections in Connection Therewith, (III) and Granting Related Relief [D.I. 398, entered on December 3, 2019]

FFF. Notice of Auction Location [D.I. 452, filed on December 6, 2019]

GGG. Notice of Cancellation of Auction and Winning Bidder [D.I. 457, filed on December 9, 2019]

HHH. Objection of the Chubb Companies to the Debtors' Proposed Sale of Assets, the Proposed Assumption and Assignment of Certain Policies and the Cure Claim Amount Associated Therewith [D.I. 440, filed on December 6, 2019]

III. Joinder of the Contractual Joint Venture of Gordon Brothers Retail Partners, LLC and Hilco Merchant Resources, LLC to the Debtors' Reply to Objection of the United States Trustee to Debtors' Sale Motion [D.I. 473, filed on December 11, 2019]

JJJ. Debtors' Reply in Support of Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Outside the Ordinary Course of Business through the Winning Bid, (III) Authorizing the Sale of Substantially All of the Debtors Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 475, filed on December 11, 2019]

KKK. Declaration of Neil A. Augustine in Support of Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Outside the Ordinary Course of Business through the Winning Bid, (III) Authorizing the Sale of Substantially All of the Debtors Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 478, filed on December 11, 2019]

LLL. Notice of Filing of Amended APA [D.I. 479, filed on December 11, 2019]

MMM. Notice of Filing of Proposed Sale Order [D.I. 482, filed on December 11, 2019]

Status: The informal response from the Texas Taxing Authorities (**item 7.MM**), the formal objections from Comcast Cable Communications Management, LLC (**items 7.QQ and 7.RR**), **Westchester Fire Insurance Company** (**item 7.WW**) and **Chubb Companies** (**item 7.HHH**) have been resolved. **Mead Johnson & Company LLC** (**item 7.NN**) has been removed from the assigned contracts schedule and the objection is therefore not going forward. The Debtors are also working to resolve the objections

related to store closing procedures (**items 7.OO, 7.PP, 7.SS, 7.UU, 7.VV, and 7.ZZ**). This matter is going forward.

8. Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 325, filed on November 26, 2019]

Response Deadline: December 9, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal comments from the Secured Lenders
- C. Limited Objection of the Official Committee of Unsecured Creditors to (I) Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan; and (II) Motion to Schedule Hearing on Motion for December 3, 2019 [D.I. 346, filed on December 2, 2019]

Related Documents:

- D. [SEALED] Declaration of Stephen Coulombe in Support of Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 326, filed on November 26, 2019]
- E. [REDACTED] Declaration of Stephen Coulombe in Support of Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 327, filed on November 26, 2019]
- F. Order Granting Motion to Shorten Time for Notice of Motion of the Debtors for Entry of an Order Authorizing Implementation of Key Employee Retention Plan and Key Employee Incentive Plan [D.I. 394, entered on December 3, 2019]
- G. Notice of Hearing [D.I. 401, filed on December 3, 2019]
- D. Certification of Counsel [D.I. 481, filed on December 11, 2019]**

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

9. Motion of Comcast Cable Communications Management, LLC for Authority to File Under Seal Portions of its (A) Objection to Cure Amount and Assumption and

Assignment of an Executory Contract Between the Debtors and Comcast Proposed in Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and (B) Limited Objection to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 384, filed on December 3, 2019]

Response Deadline: December 10, 2019 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. [SEALED] Comcast Cable Communications Management, LLC's (A) Objection to Cure Amount and Assumption and Assignment of an Executory Contract Between the Debtors and Comcast Proposed in Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and (B) Limited Objection to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 385, filed on December 3, 2019]
- B. [REDACTED] Comcast Cable Communications Management, LLC's (A) Objection to Cure Amount and Assumption and Assignment of an Executory Contract Between the Debtors and Comcast Proposed in Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and (B) Limited Objection to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets Through the Winning Bid, (III) Authorizing the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 386, filed on December 3, 2019]
- C. Order Granting Motion for Expedited Consideration of the Motion of Comcast Cable Communications Management, LLC for Authority to File Under Seal Portions of its (A) Objection to Cure Amount and Assumption and Assignment of an Executory Contract Between the Debtors and Comcast Proposed in Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Amount and (B) Limited Objection to the Debtors' Motion for Entry of an Order (I) Approving the Form APA, (II) Authorizing the Sale of Assets through the Winning Bid, (III) Authorizing the Sale of

Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Interests, (IV) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (V) Granting Related Relief [D.I. 458, entered on December 9, 2019]

Status: This matter is going forward.

Dated: December 11, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP


Adam G. Landis (DE Bar No. 3407)
Kerri K. Mumford (DE Bar No. 4186)
Jennifer L. Cree (DE Bar No. 5919)
919 North Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
mumford@lrclaw.com
cree@lrclaw.com

- and -

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Christopher T. Greco, P.C. (Admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: christopher.greco@kirkland.com

Co-Counsel to the Debtors and Debtors in Possession